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HARLEE PORGES

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FROM: HARLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO

ACCT#: 076077002227

CONTACT: TOM PUTNAM

PHONE: (941)748-3770

FAX #: (941)746-4160

NAME: HERITAGE PARTNERS GROUP VII, INC.

AUDIT NUMBER.....H98000019822

DOC TYPE.....BASIC AMENDMENT

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AMENDMENT

10-27-98

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OCT. 26. 1998 11:23AM

HARLLEE PORGES

NO. 4789 P. 1/2

4270.05

10/26/98

FLORIDA DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 26, 1998

HERITAGE PARTNERS GROUP VII, INC.
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920

SUBJECT: HERITAGE PARTNERS GROUP VII, INC.
REF: P96000067394

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000019822
Letter Number: 398A00052511

FAX AUDIT NO.: H98000019822

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE PARTNERS GROUP VII, INC.

Pursuant to Section 607.1006, Florida Statutes, the Corporation desires to amend its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on August 13, 1996, under document number P96000057394.

1. The name of this Corporation is Heritage Partners Group VII, Inc.
2. The Articles of Incorporation are amended to add an Article XVII in its entirety which shall read as follows:

ARTICLE XVII. RESTRICTIONS ON AUTHORITY OF DIRECTORS AND OFFICERS IN FINANCIAL TRANSACTIONS

No officer or director shall have authority to sign any credit or security document on behalf of the Corporation for its own account or in its corporate capacity as the General Partner of any limited partnership unless HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PROUTY, P.A., Attorneys at Law, is serving as the closing agent for such financial transaction on behalf of the Corporation or such partnership.

3. The foregoing Amendment was adopted by the vote of all the Shareholders and Directors of the Corporation on October 20, 1998.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment of Articles of Incorporation on this 20th day of October, 1998.

HERITAGE PARTNERS GROUP VII, INC.
a Florida corporation

By: Michael McPhillips
Michael McPhillips as its Vice President

PREPARED BY:

Curtis D. Hamlin, Esq. (Bar No. 0237922)
Harlee, Porges, Hamlin, Knowles, Bald & Prouty, P.A.
1206 Manatee Avenue West
Bradenton, Florida 34205
(941)748-3770

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